

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X		
<b>In re</b>	<b>:</b>	
	<b>SEARS HOLDINGS CORPORATION, et al.,</b>	<b>:</b>
	<b>Debtors.<sup>1</sup></b>	<b>:</b>
-----X		

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

-----X

**CERTIFICATE OF NO OBJECTION  
PURSUANT TO 28 U.S.C. § 1746 REGARDING DEBTORS'  
THIRD OMNIBUS OBJECTION TO PROOFS OF CLAIM (DUPLICATE CLAIMS)**

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court’s case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the undersigned hereby certifies as follows:

1. On August 20, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed the *Debtors’ Third Omnibus Objection to Proofs of Claim (Duplicate Claims)* (ECF No. 4914) (the “**Omnibus Objection**”).
2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the “**Response Deadline**”). The Response Deadline was set for September 19, 2019, at 4:00 p.m. (Prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.
3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on Exhibit 1 (the “**Duplicate Claims**”) to the proposed order granting the relief requested in the Omnibus Objection annexed hereto as Exhibit A (the “**Proposed Order**”), no responsive pleadings to have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: October 22, 2019  
New York, New York

*/s/ Garrett A. Fail*

---

Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

*Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

---

<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:	<b>Case No. 18-23538 (RDD)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	X	

---

**ORDER GRANTING DEBTORS'  
THIRD OMNIBUS OBJECTION TO PROOFS OF CLAIM (DUPLICATE CLAIMS)**

Upon the *Debtors' Third Omnibus Objection to Proofs of Claim (Duplicate Claims)*, filed August 6, 2019 (the “**Objection**”),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), for an order (i) disallowing and expunging the Duplicate Claims (as defined below), and (ii) granting related relief , as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having entered the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) (the “**Claims Procedures Order**”); and due and proper notice of the relief requested in the Objection having been provided in accordance with the Claims Procedures Order, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and it appearing that other or further notice need be provided; and upon the record of all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The relief requested in the Objection is granted.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each of the claims listed on **Exhibit 1** annexed hereto, under the heading “*Claims to be Disallowed*” (the “**Duplicate Claims**”), is hereby disallowed and expunged in its entirety and each such Duplicate Claim shall be deleted from the Debtors’ claim register.
3. The disallowance and expungement of the Duplicate Claims does not constitute any admission or finding concerning any of the claims listed on **Exhibit 1** annexed hereto, under the heading “*Surviving Claims*” (the “**Surviving Claims**”), and the Surviving Claims are neither allowed nor disallowed by this Order.

4. The rights of the Debtors to object to the Surviving Claims, in whole or in part, and on any basis, are specifically reserved.

5. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. This Court shall retain jurisdiction over the Debtors and the claimants whose claims are subject to the Objection with respect to any matters related to or arising from the Objection or the implementation of this Order.

7. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2019  
White Plains, New York

---

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

Ref #	Name of Claimant	Claims to be Disallowed							Surviving Claims									
		Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
1.	A&A (H.K.) Industrial Limited	7786	Sears, Roebuck and Co.	\$284,571.90	\$0.00	\$0.00	\$0.00	\$198,341.90	\$482,913.80	A&A (H.K.) Industrial Limited	12330	Sears, Roebuck and Co.	\$284,571.90	\$0.00	\$0.00	\$0.00	\$198,341.90	\$482,913.80
2.	A&A (H.K.) Industrial Limited	7787	Kmart Corporation	\$258,263.40	\$0.00	\$0.00	\$0.00	\$392,749.97	\$651,013.37	A&A (H.K.) Industrial Limited	12277	Kmart Corporation	\$258,263.40	\$0.00	\$0.00	\$0.00	\$392,749.97	\$651,013.37
3.	Arrow Fastener Co., LLC	4639	Sears Holdings Corporation	\$66,234.15	\$0.00	\$0.00	\$0.00	\$0.00	\$66,234.15	Arrow Fastener Co., LLC	4976	Sears Holdings Corporation	\$66,234.15	\$0.00	\$0.00	\$0.00	\$0.00	\$66,234.15
4.	Auxo International Ltd	4508	Kmart Corporation	\$334,150.50	\$0.00	\$0.00	\$0.00	\$480,251.28	\$814,401.78	Auxo International Ltd	4569	Kmart Corporation	\$334,150.50	\$0.00	\$0.00	\$0.00	\$480,251.28	\$814,401.78
5.	Baby Coca for Wears and Textiles Co.	153	Kmart Corporation	\$74,968.26	\$0.00	\$0.00	\$0.00	\$0.00	\$74,968.26	Baby Coca For Wears & Textiles Co.	1525	Kmart Corporation	\$74,968.26	\$0.00	\$0.00	\$0.00	\$0.00	\$74,968.26
6.	Baby Coca For Wears and Textiles	99	Sears, Roebuck and Co.	\$137,756.24	\$0.00	\$0.00	\$0.00	\$0.00	\$137,756.24	Baby Coca For Wears & Textiles Co.	1754	Sears, Roebuck and Co.	\$137,756.24	\$0.00	\$0.00	\$0.00	\$0.00	\$137,756.24
7.	Baby Coca For Wears & Textiles Co.	164	Sears, Roebuck and Co.	\$24,986.64	\$0.00	\$0.00	\$0.00	\$0.00	\$24,986.64	BABY COCA FOR WEARS AND TEXTILES Co.	1263	Sears, Roebuck and Co.	\$24,986.64	\$0.00	\$0.00	\$0.00	\$0.00	\$24,986.64
8.	Baby Coca for Wears and Textiles Co.	152	Kmart Corporation	\$55,594.28	\$0.00	\$0.00	\$0.00	\$0.00	\$55,594.28	BABY COCA FOR WEARS AND TEXTILES Co.	2074	Kmart Corporation	\$55,594.28	\$0.00	\$0.00	\$0.00	\$0.00	\$55,594.28
9.	Baby Coca For Wears And Textiles	1039	Sears, Roebuck and Co.	\$93,984.82	\$0.00	\$0.00	\$0.00	\$0.00	\$93,984.82	BABY COCA FOR WEARS AND TEXTILES Co.	2096	Sears, Roebuck and Co.	\$93,984.82	\$0.00	\$0.00	\$0.00	\$0.00	\$93,984.82
10.	Baby Coca For Wears And Textiles	144	Sears, Roebuck and Co.	\$116,651.44	\$0.00	\$0.00	\$0.00	\$0.00	\$116,651.44	Baby Coca for Wears and Textiles Co.	1999	Sears, Roebuck and Co.	\$116,651.44	\$0.00	\$0.00	\$0.00	\$0.00	\$116,651.44
11.	Baby Coca For Wears & Textiles	97	Kmart Corporation	\$266,050.25	\$0.00	\$0.00	\$0.00	\$0.00	\$266,050.25	BABY COCA FOR WEARS AND TEXTILES Co.	2088	Kmart Corporation	\$266,050.25	\$0.00	\$0.00	\$0.00	\$0.00	\$266,050.25
12.	Chervon (HK), Ltd.	15507	Kmart Corporation	\$184,137.36	\$0.00	\$0.00	\$0.00	\$128,018.02	\$312,155.38	Chervon (HK), Ltd.	17199	Kmart Corporation	\$184,137.36	\$0.00	\$0.00	\$0.00	\$128,018.02	\$312,155.38
13.	Chervon (HK), Ltd.	15510	Sears, Roebuck and Co.	\$776,477.30	\$0.00	\$0.00	\$0.00	\$876,426.42	\$1,652,903.72	Chervon (HK), Ltd.	17285	Sears, Roebuck and Co.	\$776,477.30	\$0.00	\$0.00	\$0.00	\$876,426.42	\$1,652,903.72
14.	CRG Financial LLC as Transferee of Tonin Inc.	1509	Sears, Roebuck and Co.	\$109,401.38	\$0.00	\$0.00	\$0.00	\$0.00	\$109,401.38	CRG Financial LLC as Transferee of Tonin Inc.	16953	Sears, Roebuck and Co.	\$109,401.38	\$0.00	\$0.00	\$0.00	\$0.00	\$109,401.38
15.	Eastern Prime Textile Limited	447	Kmart Corporation	\$690,241.21	\$0.00	\$0.00	\$0.00	\$2,978,745.97	\$3,668,987.18	Eastern Prime Textile Limited	1327	Kmart Corporation	\$690,241.21	\$0.00	\$0.00	\$0.00	\$2,978,745.97	\$3,668,987.18
16.	Eastern Prime Textile Limited	535	Sears, Roebuck and Co.	\$1,290,466.68	\$0.00	\$0.00	\$0.00	\$2,556,198.88	\$3,846,665.56	Eastern Prime Textile Limited	1228	Sears, Roebuck and Co.	\$1,290,466.68	\$0.00	\$0.00	\$0.00	\$2,556,198.88	\$3,846,665.56
17.	E-Land Apparel Ltd	557	Kmart Corporation	\$69,690.70	\$0.00	\$0.00	\$0.00	\$0.00	\$69,690.70	E-Land Apparel Ltd	2048	Kmart Corporation	\$69,690.70	\$0.00	\$0.00	\$0.00	\$0.00	\$69,690.70
18.	E-Land Apparel Ltd	552	Sears, Roebuck and Co.	\$162,269.10	\$0.00	\$0.00	\$0.00	\$0.00	\$162,269.10	E-Land Apparel Ltd	1765	Sears, Roebuck and Co.	\$162,269.10	\$0.00	\$0.00	\$0.00	\$0.00	\$162,269.10
19.	ESJAY INTERNATIONAL PRIVATE LIMITED	976	Kmart Corporation	\$71,171.85	\$0.00	\$0.00	\$0.00	\$0.00	\$71,171.85	ESJAY INTERNATIONAL PRIVATE LIMITED	2196	Kmart Corporation	\$71,171.85	\$0.00	\$0.00	\$0.00	\$0.00	\$71,171.85
20.	ESJAY INTERNATIONAL PRIVATE LIMITED	977	Sears, Roebuck and Co.	\$168,535.56	\$0.00	\$0.00	\$0.00	\$0.00	\$168,535.56	ESJAY INTERNATIONAL PRIVATE LIMITED	1411	Sears, Roebuck and Co.	\$168,535.56	\$0.00	\$0.00	\$0.00	\$0.00	\$168,535.56
21.	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	1051	Sears Holdings Corporation	\$120,265.90	\$0.00	\$0.00	\$0.00	\$0.00	\$120,265.90	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	2339	Sears Holdings Corporation	\$120,265.90	\$0.00	\$0.00	\$0.00	\$0.00	\$120,265.90
22.	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	3170	Sears Holdings Corporation	\$233,298.43	\$0.00	\$0.00	\$0.00	\$0.00	\$233,298.43	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	4170	Sears Holdings Corporation	\$233,298.43	\$0.00	\$0.00	\$0.00	\$0.00	\$233,298.43
23.	Fair Harbor Capital, LLC as Transferee of Everest Group USA	1855	Sears Holdings Corporation	\$31,943.16	\$0.00	\$0.00	\$0.00	\$0.00	\$31,943.16	Fair Harbor Capital, LLC as Transferee of Everest Group USA	1935	Sears Holdings Corporation	\$31,943.16	\$0.00	\$0.00	\$0.00	\$0.00	\$31,943.16
24.	FRIEND SMITH & CO INC	15780	Sears Holdings Corporation	\$50,199.29	\$0.00	\$0.00	\$0.00	\$93,717.19	\$143,916.48	FRIEND SMITH & CO INC	17081	Sears Holdings Corporation	\$50,199.29	\$0.00	\$0.00	\$0.00	\$93,717.19	\$143,916.48
25.	FUZHOU FUSHAN PNEUMATIC CO.,LTD.	1304	Sears Holdings Corporation	\$1,280,065.72	\$0.00	\$0.00	\$0.00	\$0.00	\$1,280,065.72	FUZHOU FUSHAN PNEUMATIC CO.,LTD.	4541	Sears Holdings Corporation	\$1,280,065.72	\$0.00	\$0.00	\$0.00	\$0.00	\$1,280,065.72
26.	GTM USA Corporation	984	Sears, Roebuck and Co.	\$163,658.48	\$0.00	\$0.00	\$0.00	\$0.00	\$163,658.48	GTM USA Corporation	2027	Sears, Roebuck and Co.	\$163,658.48	\$0.00	\$0.00	\$0.00	\$0.00	\$163,658.48
27.	Gul Ahmed Textile Mills Limited	529	Sears, Roebuck and Co.	\$33,424.92	\$0.00	\$0.00	\$0.00	\$0.00	\$33,424.92	Gul Ahmed Textile Mills Limited	1241	Sears, Roebuck and Co.	\$33,424.92	\$0.00	\$0.00	\$0.00	\$0.00	\$33,424.92
28.	HARRIS PAINTS	15127	Kmart Corporation	\$23,388.22	\$0.00	\$0.00	\$0.00	\$106,361.65	\$129,749.87	HARRIS PAINTS	17903	Kmart Corporation	\$23,388.22	\$0.00	\$0.00	\$0.00	\$106,361.65	\$129,749.87
29.	HOLDSUN GROUP LIMITED	31	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42	HOLDSUN GROUP LIMITED	1205	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42
30.	HOLDSUN GROUP LIMITED	37	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42	Igoseating Limited	4457	Kmart Corporation	\$39,292.50	\$0.00	\$0.00	\$0.00	\$0.00	\$39,292.50
31.	Igoseating Limited	2825	Kmart Corporation	\$39,292.50	\$0.00	\$0.00	\$0.00	\$0.00	\$39,292.50	Igoseating Limited	4457	Kmart Corporation	\$39,292.50	\$0.00	\$0.00	\$0.00	\$0.00	\$39,292.50
32.	INDUSTRIAS DE MOVEIS ROTTÀ LTDA	2124	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$0.00	\$0.00	\$0.00	\$108,315.07	\$0.00	INDUSTRIAS DE MOVEIS ROTTÀ LTDA	2686	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$0.00	\$0.00	\$0.00	\$108,315.07	\$0.00

Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Claims to be Disallowed					Surviving Claims									
				Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
33.	Innova Products Inc.	5609	Sears Holdings Corporation	\$6,422.00	\$0.00	\$0.00	\$0.00	\$39,438.50	\$45,860.50	Innova Products Inc.	11538	Sears Holdings Corporation	\$6,422.00	\$0.00	\$0.00	\$0.00	\$39,438.50	\$45,860.50
34.	ISLAND SLIPPER FACTORY LTD.	8488	Sears, Roebuck and Co.	\$2,040.15	\$0.00	\$0.00	\$0.00	\$0.00	\$2,040.15	ISLAND SLIPPER FACTORY LTD.	8544	Sears, Roebuck and Co.	\$2,040.15	\$0.00	\$0.00	\$0.00	\$0.00	\$2,040.15
35.	Kai Ning Leather Products Co., Ltd	3638	Sears, Roebuck and Co.	\$216,009.90	\$0.00	\$0.00	\$0.00	\$51,077.52	\$267,087.42	Kai Ning Leather Products Co., Ltd	10854	Sears, Roebuck and Co.	\$216,009.90	\$0.00	\$0.00	\$0.00	\$51,077.52	\$267,087.42
36.	Kai Ning Leather Products Co., Ltd	3647	Kmart Corporation	\$335,722.02	\$0.00	\$0.00	\$0.00	\$96,836.16	\$432,558.18	Kai Ning Leather Products Co., Ltd	10939	Kmart Corporation	\$335,722.02	\$0.00	\$0.00	\$0.00	\$96,836.16	\$432,558.18
37.	LDC Enterprise Inc. Ltd	1631	Sears Holdings Corporation	\$51,610.32	\$0.00	\$0.00	\$0.00	\$0.00	\$51,610.32	LDC Enterprise Inc. Ltd	12819	Sears Holdings Corporation	\$51,610.32	\$0.00	\$0.00	\$0.00	\$0.00	\$51,610.32
38.	Lisa International	2446	Sears Holdings Corporation	\$388,503.60	\$0.00	\$0.00	\$0.00	\$166,674.10	\$555,177.70	Lisa International	3893	Sears Holdings Corporation	\$388,503.60	\$0.00	\$0.00	\$0.00	\$166,674.10	\$555,177.70
39.	Max Chemical Inc	3798	Sears, Roebuck de Puerto Rico, Inc.	\$4,633.50	\$0.00	\$0.00	\$0.00	\$236,730.34	\$241,363.84	Max Chemical Inc	4956	Sears, Roebuck de Puerto Rico, Inc.	\$4,633.50	\$0.00	\$0.00	\$0.00	\$236,730.34	\$241,363.84
40.	MBI Sport Inc	1010	Sears Holdings Corporation	\$248,858.20	\$0.00	\$0.00	\$0.00	\$0.00	\$248,858.20	MBI Sport Inc	13238	Sears Holdings Corporation	\$248,858.20	\$0.00	\$0.00	\$0.00	\$0.00	\$248,858.20
41.	Nano Star Ventures Limited	602	Kmart Corporation	\$18,918.00	\$0.00	\$0.00	\$0.00	\$235,963.59	\$254,881.59	Nano Star Ventures Limited	2274	Kmart Corporation	\$18,918.00	\$0.00	\$0.00	\$0.00	\$235,963.59	\$254,881.59
42.	Primacy Industries Limited	1192	Sears Holdings Corporation	\$36,564.78	\$0.00	\$0.00	\$0.00	\$0.00	\$36,564.78	Primacy Industries Limited	2737	Sears Holdings Corporation	\$36,564.78	\$0.00	\$0.00	\$0.00	\$0.00	\$36,564.78
43.	Prince of Peace Enterprises Inc.	5864	Sears Holdings Corporation	\$3,362.16	\$0.00	\$0.00	\$0.00	\$13,872.00	\$17,234.16	Prince of Peace Enterprises Inc.	5890	Sears Holdings Corporation	\$3,362.16	\$0.00	\$0.00	\$0.00	\$13,872.00	\$17,234.16
44.	Quality House Int	753	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80	Quality House Int	2939	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80
45.	Quality House Int	2028	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80									
46.	ROBERT J. CLANCEY, LTD.	4430	Sears Holdings Corporation	\$39,235.23	\$0.00	\$0.00	\$0.00	\$86,946.86	\$126,182.09	ROBERT J. CLANCEY, LTD.	11096	Sears Holdings Corporation	\$39,235.23	\$0.00	\$0.00	\$0.00	\$86,946.86	\$126,182.09
47.	Rosemary Assets Limited	727	Sears Holdings Corporation	\$391,903.52	\$0.00	\$0.00	\$0.00	\$0.00	\$391,903.52	Rosemary Assets Limited	10092	Sears Holdings Corporation	\$391,903.52	\$0.00	\$0.00	\$0.00	\$0.00	\$391,903.52
48.	Rosemary Assets Limited	9745	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07	Rosemary Assets Limited	9966	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07
49.	Rosemary Assets Limited	1098	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07									
50.	Shanghai Fochier Intl Trade Co Ltd	4568	Sears, Roebuck and Co.	\$327,870.18	\$0.00	\$0.00	\$0.00	\$130,036.25	\$457,906.43	Shanghai Fochier Intl Trade Co Ltd	17158	Sears, Roebuck and Co.	\$327,870.18	\$0.00	\$0.00	\$0.00	\$130,036.25	\$457,906.43
51.	Thiessen Communications, Inc.	740	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01	Thiessen Communications, Inc.	1124	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01
52.	Universal Hosiery Inc.	9317	Sears Holdings Corporation	\$10,197.40	\$0.00	\$0.00	\$0.00	\$215,647.74	\$225,845.14	Universal Hosiery Inc.	9994	Sears Holdings Corporation	\$10,197.40	\$0.00	\$0.00	\$0.00	\$215,647.74	\$225,845.14
53.	Wicked Fashions, Inc.	15247	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00	Wicked Fashions, Inc.	16205	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00